

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

)	Chapter 11
In re:)	
)	Case No. 18-50757
FIRSTENERGY SOLUTIONS CORP., <i>et al.</i> , ¹)	
)	
Debtors.)	
)	Hon. Judge Alan M. Koschik
)	

**MONTHLY FEE STATEMENT
OF MIDDLE RIVER POWER AS CONSULTANT TO THE DEBTORS FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OF JUNE 1, 2019 TO JUNE 16, 2019**

Name of Applicant:	Middle River Power, LLC
Authorized to Provide Professional Services To:	Debtors and Debtors in Possession
Date of Retention:	January 15, 2019 <i>nunc pro tunc</i> November 1, 2018
Period for Compensation:	June 1, 2019 through June 16, 2019
Amount of Compensation sought as actual, reasonable and necessary:	\$150,000.00 ²
Compensation requested immediately:	\$120,000.00 (80% of \$150,000)
Compensation held back:	\$30,000.00 (20% of \$150,000)
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$6,408.02
Net Amount of Compensation Requested: % of expenses)	\$126,408.02 (80% of compensation and 100 % of expenses)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are FE Aircraft Leasing Corp. (9245), case no. 18-50759; FirstEnergy Generation, LLC (0561), case no 18-50762; FirstEnergy Generation Mansfield Unit I Corp. (5914), case no. 18-50763; FirstEnergy Nuclear Generation, LLC (6394) case no. 18-50760; FirstEnergy Nuclear Operating Company (1483_); case no. 18-50761; FirstEnergy Solutions Corp. (0186); and Norton Energy Storage L.L.C. (6928); case no. 18-50764. The Debtor's Address is: 241 White Pond Dr., Akron OH 44320.

² Middle River Power's retention was approved at a rate of \$150,000.00 per month pursuant to the terms set forth in the Engagement Letter dated December 20, 2018 (the "Engagement Letter").

This is a(n): X monthly _____ interim _____ final application

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Middle River Power, LLC (“Middle River”), consultant to FirstEnergy Solutions Corp. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits its monthly fee statement (the “Monthly Fee Statement”) pursuant to sections 327(a) and 328(a) of title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”), Rules 2014(a) and 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Northern District of Ohio (the “Local Bankruptcy Rules”), the Order Authorizing Retention and Appointment of Middle River Power, LLC as Technical Advisor to the Debtors Effective as of November 1, 2018 [Dkt. No. 2001] (the “Retention Order”) and the Order

³ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are FE Aircraft Leasing Corp. (9245), case no. 18-50759; FirstEnergy Generation, LLC (0561), case no 18-50762; FirstEnergy Generation Mansfield Unit I Corp. (5914), case no. 18-50763; FirstEnergy Nuclear Generation, LLC (6394) case no. 18-50760; FirstEnergy Nuclear Operating Company (1483); case no. 18-50761; FirstEnergy Solutions Corp. (0186); and Norton Energy Storage L.L.C. (6928); case no. 18-50764. The Debtor's Address is: 241 White Pond Dr., Akron OH 44320.

Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Dkt. No. 427] (the “Interim Compensation Order”), for allowance of compensation for professional services rendered and for reimbursement of actual and necessary expenses incurred in connection with such services from June 1, 2019 through and including June 16, 2019 (the “Compensation Period”) in accordance with the terms of that certain engagement letter between the Debtors and Middle River, dated as of December 20, 2018 (the “Engagement Letter”), Middle River seeks interim allowance in the aggregate amount of \$150,000.00 for consulting services provided to Debtors. In support of this Application, Middle River states as follows:

BACKGROUND

1. On March 31, 2018 (the “Petition Date”), the Debtors filed their voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.
2. On January 15, 2019, the United States Bankruptcy Court for the Northern District of Ohio entered the Retention Order authorizing the retention and employment of Middle River *nunc pro tunc* to November 1, 2018.

COMPENSATION REQUEST

3. Middle River seeks \$150,000.00 as compensation for professional services rendered to Debtors during the Compensation Period pursuant to its Engagement Letter with \$120,000.00, reflecting 80% of the aggregate amount and 100% of expenses incurred, as an interim allowance with the balance paid following approval at an interim hearing plus reimbursement of Middle River’s expenses incurred during the Compensation Period.

Total Amount of Fees Requested:	\$150,000.00
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Less: 20% Hold-back Amount: (\$30,000.00)

Total Amount of Expenses Requested: \$6,408.02

Net Amount of Fees/ Expenses Requested: \$126,408.02

4. All services for which compensation is requested by Middle River were performed for, or on behalf of, Debtors and not on behalf of any committee, creditor, or other person.

5. Middle River has received no payment and no promises for payment from any source other than Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application.

SUMMARY OF SERVICES

6. The following members of the Middle River Power team rendered professional services during the Application Period: Mark Kubow (President); James Suehr (Chief Financial Officer); Jennifer Phillips (Asset Manager); Peter Guletsky (Environmental); Randy DeWulf (Operations); Tom Shewski (Fuel Supply); Dave Dunbar (Operations); Brant Yung (Senior Financial Analyst).

7. During the Compensation Period, Debtor relied heavily on the expertise and experience of the above-named persons with the matters described below. As a result, Middle River's professionals devoted significant time and effort to perform properly and expeditiously the required professional services.

8. Debtors have retained Middle River to implement certain recommendations including working with the Debtors' management to negotiate fuel supply agreements across the fossil fleet, improving on existing plant business plans, including developing forced outage rate targets and related maintenance and capital spending plans, identifying opportunities to

outsource existing shared services functions and implement cost reductions and assisting in the transfer and integration of the Pleasants plant, to the extent the Debtors determine to take ownership of the facility (collectively, the “Consulting Services”). A summary of hours spent by Middle River Professionals in providing the Consulting Services is attached as **Exhibit A**.

9. Middle River submits that the amount requested is fair and reasonable given the complexity of the issues presented, the time and labor required, the skill necessary to perform the consulting services, and the preclusion of other employment. Middle River’s invoice to Debtor for the month of June 2019 is attached as **Exhibit B**.

WHEREFORE, Middle River respectfully requests entry of an order allowing (i) compensation for professional services rendered on behalf of Debtors during the Compensation Period in the amount of \$120,000.00, representing 80% of Middle River’s total unpaid monthly fees for the Compensation Period (\$150,000.00) and (ii) reimbursement of expenses incurred in connection with the rendition of such services in the aggregate amount of \$6,408.02 representing 100% of Middle River’s total expenses incurred during the Compensation Period for a total award of \$126,408.02.

Dated: July 22, 2019

Respectfully submitted,

MIDDLE RIVER POWER

/s/ James Suehr

By: James Suehr, CFO
200 W. Madison St., Suite 3810
Chicago, IL 60606

*Technical Advisor for Debtors
and Debtors in Possession*

VERIFICATION

JAMES SUEHR, being duly sworn deposes and says:

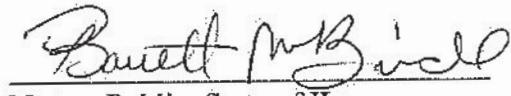
1. I am the CFO of Middle River Power LLC ("Middle River"), which maintains offices for providing consulting services at 200 West Madison Street, Suite 3810, Chicago IL 60606.
2. Middle River has acted as a consultant to Debtors and rendered professional services on behalf of Debtors.
3. This affidavit is submitted pursuant to Bankruptcy Code 2016 in connection with the *Monthly Fee Statement of Middle River Power As Consultant To the Debtors For Allowance of Compensation and Reimbursement of Expenses for the Period of June 1, 2019 to June 16, 2019* in the amount of \$126,408.02, representing 80% of Middle River's monthly fees and 100% of Middle River's total expenses incurred during the Compensation Period.
4. All of the services for which compensation is sought by Middle River were performed for and on behalf of Debtors and not for any other person.
5. No agreement or understanding exists between Middle River and any other entity for sharing the compensation received or to be received for services rendered in or in connection with these cases.
6. I have reviewed the requirements of Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Northern district of Ohio, and I believe this application complies with the local rule.

MIDDLE RIVER POWER



By: James Suehr, CFO

Sworn to before me this 20 day of July, 2019.



Notary Public, State of IL

My Commission Expires 09/21/2022

